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INSIDE**



KAYLA



MARIA



GWEN & SANDY

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**KORA
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HUSBAND
WATCH HER
HAVE SEX**

**NICKI
NASTY
HOT FU@K
SESSION**

LUCY

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HOLES FILLED
WITH HUGE
MAN-MEAT**

**MARLEY
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HIRSUTE
AND VERY
SWEET**

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40+



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*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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KAYLA



MARIA

40+



KORA



NICKI



GWEN & SANDY



MARLEY



LUCY



When I got a call from Marco saying he was going to be in town for the weekend, I immediately welcomed him over for brunch. After a couple glasses of wine, we started fucking and I invited him into my tight ass.

KAYLA
& MARCO





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Kayla
Synz

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Well, I have to admit that
it was a great brunch. We
nibbled on each other and
I worked my mouth around
his pretty cock. Then my
pussy took over and he was
happy to accept it's invita-
tion. But my ass felt left out
and when it opened up, his
cock was sure to oblige it.
It was a nice brunch and
when he comes back, I'll
invite him inside again.

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YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*

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I came over from Italia looking to screw American men. I did not expect to screw more than a few, but the longer I stayed, the more I screwed. And I liked it so much that I decided to stay. I think my American lovers like it.

MARIA
& CHOKY



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Maria
Bellucci









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In Europe, we are a little more free about having our ass hole fucked. I had experimented with it when I was younger, but it's now that I'm a little older that I enjoy it more. I also find that American men don't do it as much so they are very happy to fuck my ass. Their anal enthusiasm makes me cum quickly, too.

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STOP STARING

*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Wednesday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my huge delicious boobs.*

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We're ready for one hot photo shoot. We couldn't believe all the different kinds of dildos and vibrators that they had for us to choose from. I picked the pearl colored, plastic bullet vibe and Gwen went for the fleshy cock. Time now to test them out.

**SANDY
& GWEN**





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*Gwen Diamond
Sandy Simmers*





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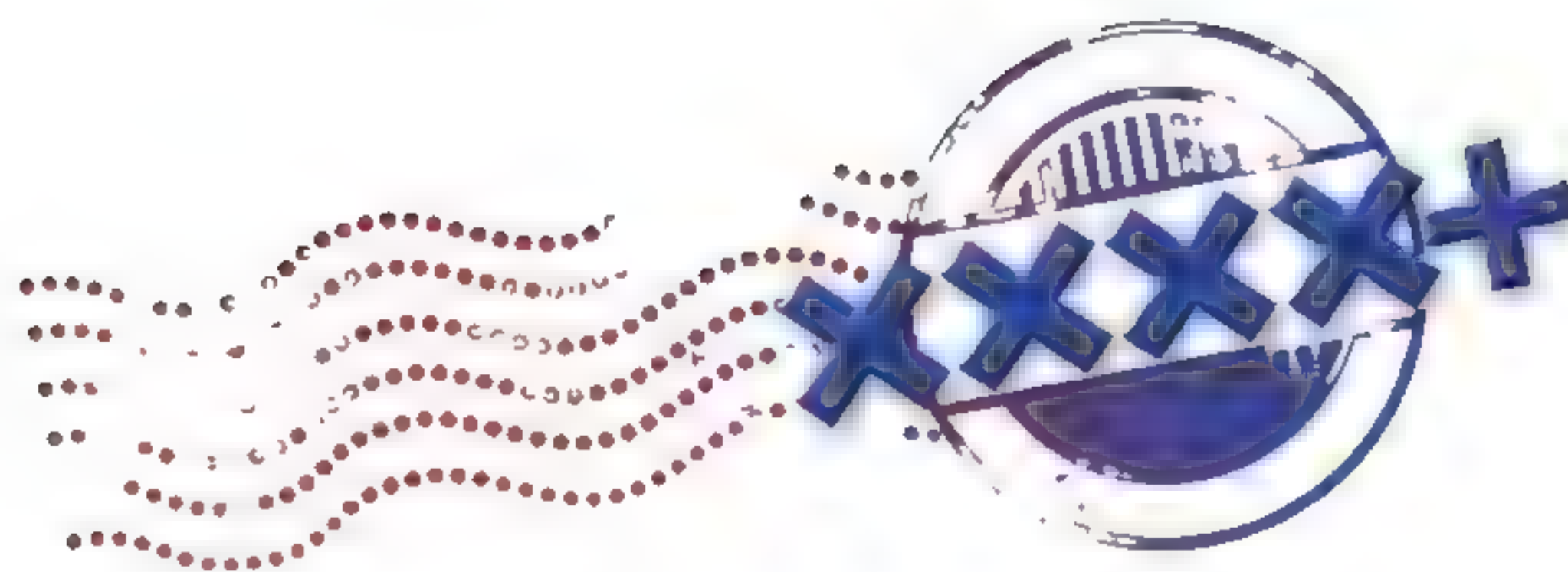


We had so much fun with the vibes that they had to replace the batteries on each one. And then we wore those brand new batteries out, too. By the end of the day we had used over a dozen of them, and the best part, we got to take them all home and play with them, and each other, there.

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40+ #60

WOULD YOU LIKE DESSERT?



I wrote some mindless words on a piece of paper until I came back to read them again a couple days later...

It had been a long day. I sat on the bed reading the newspaper for about two hours today while you were at work. Not paying attention to the time, I hopped into the shower. I didn't have time to get fully dressed and make dinner. You walk into the kitchen to find me wearing only a t-shirt with cotton panties; dinner is the last

thing on your mind. I don't hear you walk into kitchen. I'm facing the stove, turning knobs off, putting lids on pans when I feel you standing behind me.

I start to turn around and you whisper in my ear to stay put, as I feel your hands come up under my shirt and slowly run up my back and around my sides where you grab my breasts. I could feel your warm hands on my skin, I could feel your fingers twirling around my nipples, and I could feel the wetness begin to swell in my pussy.

I relax into your arms and let my head fall back into your chest. One of your hands slides up my neck and over my chin, bringing your fingers close to my mouth. I kiss each one and slowly start licking them. You turn me around and start placing soft kisses on my face until your lips meet mine and we locked in a slow passionate kiss. Your arms slide down my back, under my shirt where instead of running your hands back up the

inside, you bring my shirt up and over my head as you continue to kiss me. I reach down and slowly unbutton and unzip your pants and let them just slide off. Smiling like a Cheshire cat, I say, "Do you want to play with me?" I slowly walk away from you towards the kitchen table when you walk up behind me and slowly lean me over the table and trail your fingers down my back, down the crack of my ass, and hesitate just briefly before going further into the wetness you are sure is there.

Your fingers twist around in the wetness of my pussy and move to my clit. You get me right to the point of ecstasy and pull your hand back the way you came. You slip your hard cock into my wet pussy just long enough to almost send me over the brink and pull out. Still standing and bent over the kitchen table, I feel you slip your cock into my willing ass. It feels so good; within only a few minutes of fucking my ass we both can't resist the delight and the unexpected situation that we both begin to cum.

Still lost in the wave of passion, you slowly pull me up and away from the table. I turn around and just stare into your beautiful eyes as you kiss me more deeply than ever before, slightly pushing me back onto the table. You pull my body towards you so my ass is just sitting on the very edge of the table; the perfect height for fucking. Standing up, you slide your once again hard cock into my wet pussy that is throbbing so badly for more attention. I put my ankles over your shoulders, and you hold onto my legs for leverage so you can fuck me. I couldn't believe it; I am finally getting fucked on the kitchen table. I have fantasized about this moment so many times and it's really happening. My body shudders as does yours and we both cum a second time.

40+: Hi Kelly, tell us one of your sexual escapades.

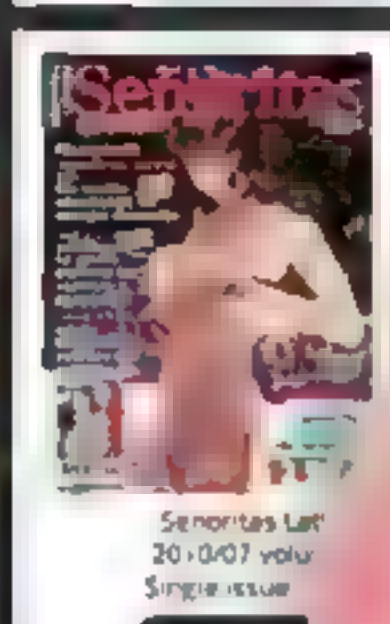
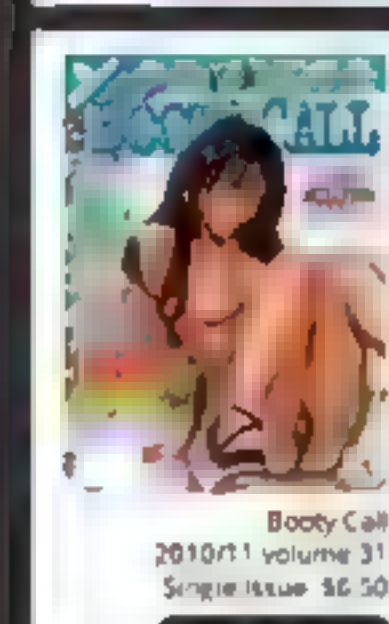
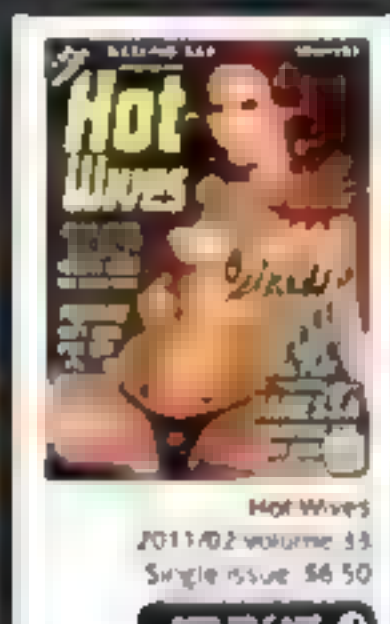
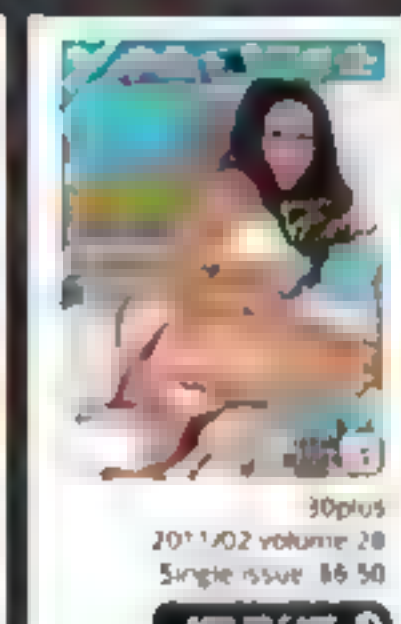
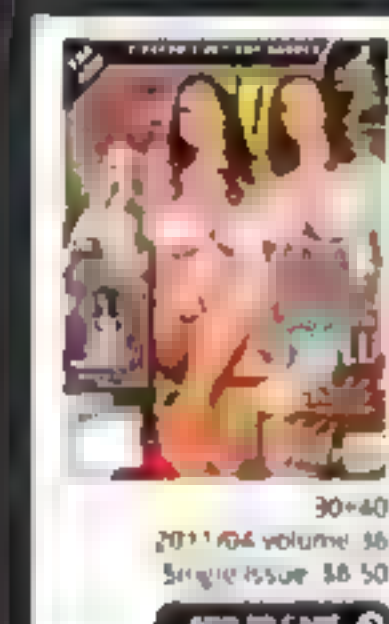
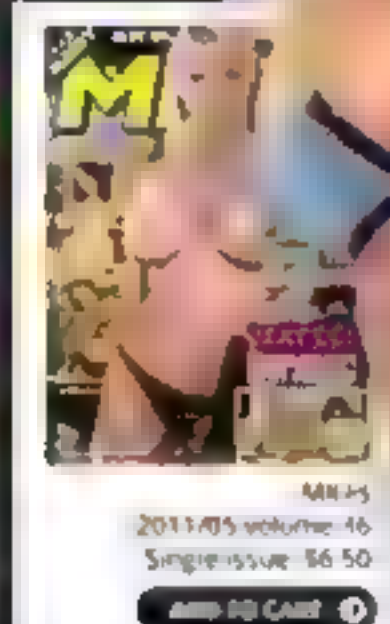
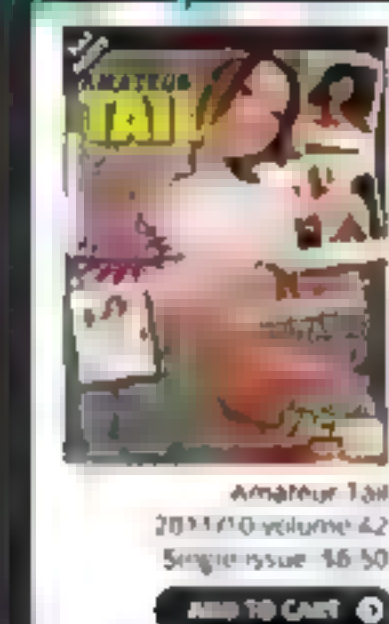
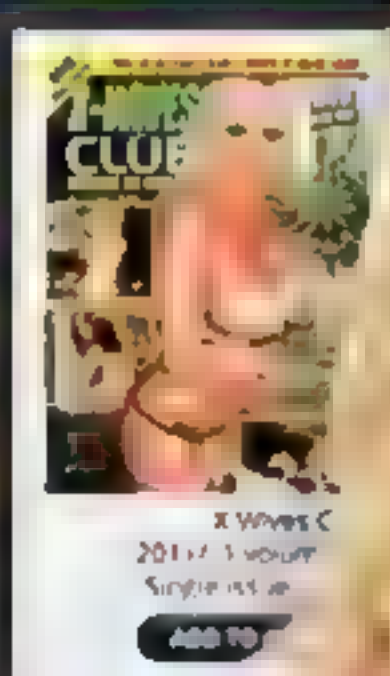
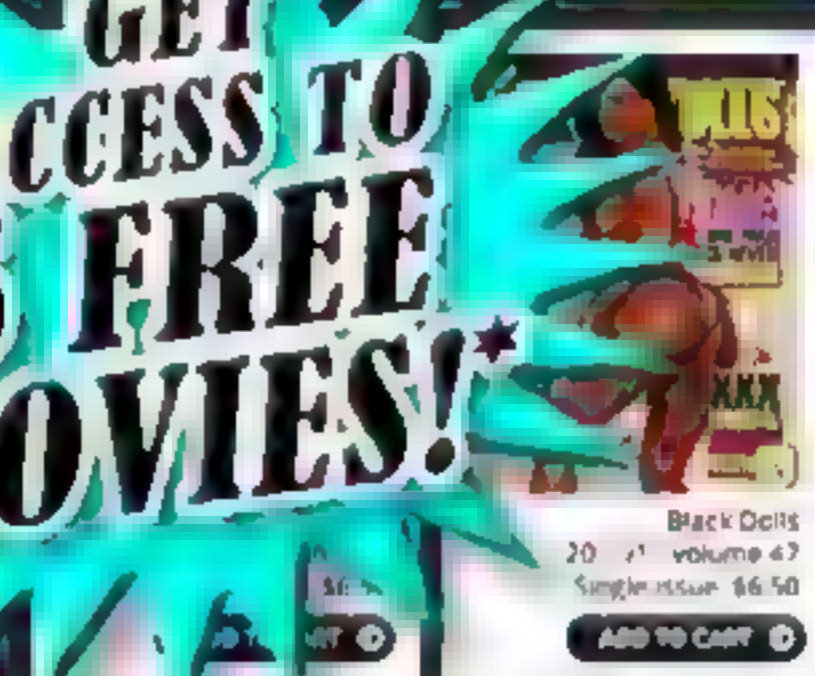
Kelly: Hi guys. Let me think... I was on the ferry to Catalina Island from Long Beach with my boyfriend at the time. We went to the back of the boat to see the mainland get smaller while most were at the front to see Catalina getting bigger. I leaned over the railing and he fucked me from behind the whole way.

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I'm still trying to recuperate from these explicit waves of passion, the next thing I know you are all over my ass again; this time with your tongue. It was fucking amazing. Still lying on my back on the table, you walk around and stick your hard cock into my mouth. I reach up with my hand and bring your hand to my breasts and tease you into playing with the nipple as I continue to suck. With my hand now free, I reach down and start rubbing my clit vigorously.

I continue to suck on your cock feeling it getting harder and harder, and the next thing I know, I feel your hot cum squirting into the back of my throat. The taste of your cum triggered my own orgasm and I start to cum for a third time. One more time, we slowly recuperate and retreat to the bedroom for some well needed rest. Home cooking is so under rated.

— *Elaine, Minneapolis*

60 FLOORS OF BLISS

It's Thursday night and I'd been working late and the office was all but deserted, save the night crew and some security people. As usual, I dreaded riding the elevator down sixty floors by myself, but I had no choice. The bell rang to say the elevator doors were opening. When they opened, standing there was the new girl from the marketing department which was on the floor above and that many of them worked late hours, too. I was thankful for the company and even more so when I saw how attractive she was. She smiled and stepped back for me to get in the elevator. "Hi." I said as I entered the elevator.

"Shelly, isn't it?" I hoped I was correct and it wasn't something like Susan.

"And you are. . . ?"

"Taryn." I said.



Having seen her before at a couple company meetings, I had a crush on this woman for a while. I found myself admiring her cleavage as it peeked out from behind the folds of her blouse. Instinctively, I closed my legs tightly to keep from being overcome by the lustfulness her body inspired in me. I couldn't help it but my pussy was growing damper by the second. I hoped the elevator ride would be quick or I feared I would succumb to my baser sexual instincts.

The doors closed behind me and with a jump the elevator jerked downward flinging Shelly and me into the corner of the cab. We looked into each other's eyes and communicated our need without words. I ran my hands through her hair as I moved to kiss her. Roses and lilac fragrances lingered on her body, evoking images of lush gardens while I explored her mouth with my tongue.

Shelly was right on it, too. She lifted my skirt and peeled back my panties to finger my moist pussy. I had no problems releasing her breasts from her pale pink sleeveless top. Her nipples were hard as candy and I greedily suckled them enjoying their sweet flavor. Her fingers encouraged the dampness between my legs as they plunged deeper into me and explored the walls of my pussy. The movements of her fingers were hitting nerves

Dear 40+,

I'm writing to say that I thought Mandy and Aurora's sex romp on the bed was super hot. I'm not usually into girls fucking each other with toys, but this session was actually really hot. I may change my mind about toys.

I thought the rest of the magazine was pretty good, too. Roxetta's boobs are perfect and her ass fuck was really very sexy.

It was kinda strange to see Daisy's husband in the pictorial, I never thought about it so it was weird to me.

— *Ollie, Boston*

along my cavern, sending waves of ecstasy through out my being, and leaving me with no escape from the oncoming rapture. The tingling warmth fanned out from my clit to the tips of my toes as the pleasure shook me. The juices escaped my body in waves down Shelly's hand and forearm.

Shelly had begun to rub her swollen clit against my thigh and I could feel her nectar sliding down my leg. Her arms encircled my waist and pressed my body against hers, grinding her pussy into my thigh harder. Her moans of pleasure were loud encouraging my desire. I ran my nails down her back while I moved my thigh up and down to drive her over the brink. Her hand pressed the back of my head; it forced me to devour her breast with teeth and tongue. The intermittent licking and biting of her nipple drove her wild as I thrust my fingers inside of her.

She jumped forward from the sudden sensation of pleasure and I pulled her leg higher up on my hips to allow me better access to her moist canal. I slid finger after finger inside of her, opening her more and more until her pussy welcomed them all. I moved them slowly in and out of her in circular motions pressing her engorged clit hard against my leg. I had her at my mercy, her only choice was to surrender her body to the pleasure it was wanting. I felt her pussy muscles tighten around my fingers as they worked her insides.

Her body shuddered and I could feel her slippery juices envelope my fingers as she steadied herself with the elevator cab's rails. She released moan after moan while she rode my hand in a desperate attempt to continue the subsiding torrents of ecstasy.

After she was utterly spent, she lowered her leg and we smiled at each other as we straightened our clothes. Just as we finished



the bell went off and the doors opened. The two of us stepped off the elevator and into the lobby.

As we walked down the lobby to the doors, we passed the night security guard. "Good night, Mr. Banford." We said in unison as we waved goodbye. "You ladies need an escort to your cars?" Mr. Banford was a caring person and he took the safety of the people who worked here seriously, but neither of us wanted him along. "Thanks, but we'll be fine," Shelly said.

We exited the tall building and stepped out into the night air and looked at each other. We knew there was more to be said but unsure as to what. "I'll be working late tomorrow." I said, deciding to be as candid as I could after what just happened.

"Yes. I have a very large presentation due next week." Shelly grinned at me. "Yeah, me too. I have a big report to finish before the weekend." I smiled slyly back at her.

We walked around the corner and found a dark doorway and finished up with a deep passionate kiss. Then the two of us headed to our cars. Can't wait for tomorrow.

— Tyler, Chicago

Dear 40+ mag,

Thank you for the hot pictorial of Roxetta. She's a fox and one hot fuck. The best part of the photos, and the video, is that she really seems to like fucking. The animal comes out in her and it looks like she can go on for hours. I could go on for hours with her!

— Ray, Austin, TX

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LUCY & LOVER

Find me lover. That's what I used to say to the guys in the office. I used to fuck six of the eight I worked with. I tried to keep it quiet but, you know, guys talk. That's when one came to me and asked if I do it with him and his friend in the next cubicle. Of course!





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Lucy Love





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So we three got together that Saturday afternoon and I had my first three-way. It was a bit awkward at first, but we all got into the swing of it and it turned out to be a wonderful day. We've done it again a few times. Now others in the office want to have me in a three-way.

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I used to be a shy and innocent girl who didn't even know the facts of life. I got over that pretty quickly and now I'm all about the fucks of life.

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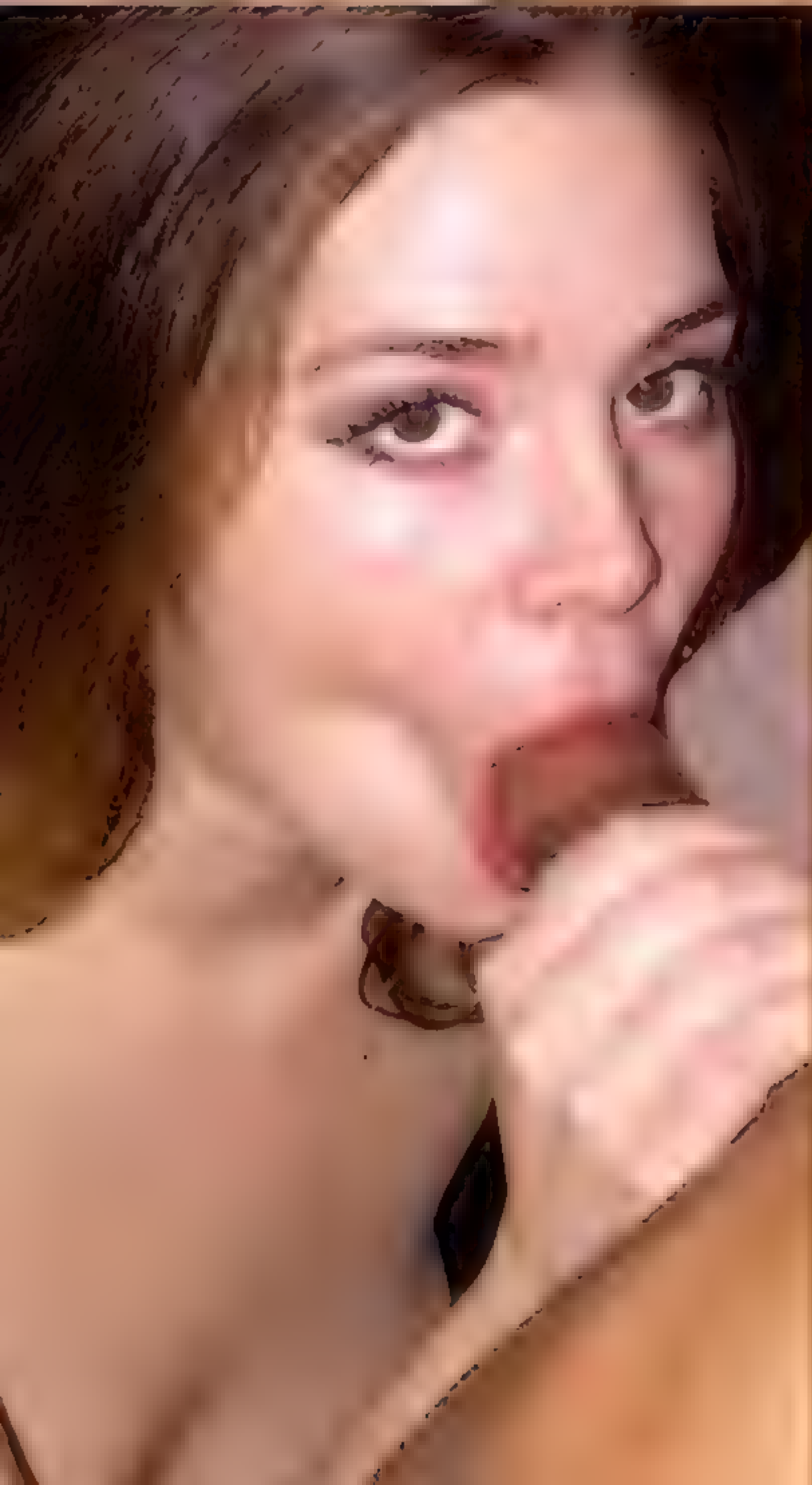
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**MARLEY
& DICK**

I just had enough time to shower this morning before Dick came over. I splashed on my nicest perfume and my blue corset. I was going to shave down there for him, but he said to leave it the way it is. Everyone is shaving, so I shouldn't.





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Marley
Mason

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When he saw I was still hairy, he said that was a real turn on for him. I don't think he fucked me as hard and passionately as he did that night. I think I must have cum at least four times. I may not shave for a while.

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SEX IN A NEW YORK MINUTE

For about five years I've been going to the same Italian restaurant in New York City's Little Italy. This little place on Mulberry Street doesn't have the best food on the block, but it's a great people watching place, especially in the spring and summer when I would sit outside on their sidewalk. I would go at all hours because my job as a taxi driver didn't have regular hours. One night I get there at about ten or so when a great looking chick

that the manager had to come over and tell them to lower their voices or get out. They slowed down for a minute and I was able to finish my dinner in relative quiet. As I was waiting for my check they had one last big blow up. The guy got out of the booth, came over to her side and pointing his finger at her and he decided that she should walk home because he was not going to take her back. She could keep the damn dogs.



He huffs out of the restaurant and I hear her quietly cursing him under her breath. I pay my check and getting up, I take a step over to her booth to ask if she's okay. I told her that I was at the table across from them and couldn't help but hear most of their conversation. She apologized for their loudness interrupting my dinner, and the restaurant. I introduced myself as Matthew and she replied with Alexis.

walks in, followed by some guy that seemed pretty upset. They sat at the booth across from my table and occasionally I would get an earful of their conversation. It turns out they had just divorced and they were still bickering over custody of some of their animals. The courts had awarded her all of them, but he wanted the two dogs. She wanted to keep all of them.

I ordered dinner and they just were just having drinks. Not a great idea, I thought, when you're having a spat with someone. That's how things escalate very quickly – and they did here too. The two got louder and louder

I gave a smile and asked how was she going to get

home. She said she didn't know and slumped down in the booth. I told her I drove a cab and it was parked right around the corner. If she liked, I could sit with her for a minute until she composed herself and she said she didn't care. I took that to mean I could and put my ass in the seat across from her. I didn't say much after first sitting down, but did notice that she was a real cutie with long blonde hair, a sexy mouth, and huge boobs that she tried to keep tied down. Her blouse was tight across them as they strained against the fabric. I got sliver peeks at the lace bra underneath, but I tried to keep my eyes up and not embarrass myself further.



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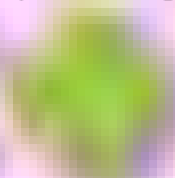
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I tried little bits of strained conversation, cracking a joke here and there. Slowly, I think I wore her down and she started looking up at me more and more and laughing once in a while. We sat for about fifteen minutes when again, I offered to drive her home explaining that I had a 4 am call time for a movie I was taxi-stunt driving in the next day. It turned out she had heard of the shoot so that helped legitimize me. She accepted and we walked out to my taxi.

As she slid into the car seat, her skirt slid up revealing even more of her legs. As I drove, she said she lived in mid-town, a few blocks from the Empire State Building. I found out that she was a dancer in a Broadway show, and a couple off-Broadway shows. I told her that she looked like a professional dancer and would enjoy seeing her perform one day. She called me a 'sweetie' and thanked me for being so nice and considerate, for a New Yorker. We laughed.

When we arrived at her house she felt secure enough to invite me in for a drink. We took the elevator to the fourteenth floor and as she opened the apartment door four little yorkies jumped her and then sniffed me out. I tried to sit on the sofa as she poured two drinks. Mine was a soda and hers was half a glass of bourbon. We sat and talked after the dogs settled down.

She confessed that she was a stripper before becoming a Broadway dancer, and she missed the freedom of it. It was hard for her to maintain a rigid schedule that her job now demanded. She liked the stripper's big money and constant attention. I told her that I'd never been to a strip club or ever had a lap dance. She laughed and said I was the first guy she met that hadn't seen a stripper.

I listened and watched as she poured herself a second glass. She then excused herself and went into the bedroom, coming out a moment later with her shirt unbuttoned and her bra off. She said her boobs needed releasing. They get sore being holstered all day and started rubbing them to feel better. Then she asked if I would like to see her dance. I would be a fool to say no. She stood up and moved to the middle of the room. Slowly she took off her blouse to the beat of the music she had put on. She

wore some sexy laced black panties that she played with as she pranced around the floor. "I wish I had a pole to work with," she said. I started to get hard again as she leaned into me and bounced her breasts near my face. She looked down and noticed the bulge in my pants, and she noticed me noticing it.

"Don't be embarrassed," she cooed. "That's what's supposed to happen." I took a pillow and put it in my lap. She came over and yanked it off and backed off running her hands along her thin waist up to her boobs pushing them together. She glided over to the sofa again, and offered her boobs for me to touch. I reached up and she moved forward putting one of her nipples right into my mouth. While I was sucking on it, she unbuttoned my shirt and pulled it off, running her hands over my chest. Alexis pulled back and started to remove her panties. She turned her back to me and pulled her panties all the



way down; her ass was firm and well rounded and she shook it to the music. When she turned, she pumped her hip my way as if offering me her pussy. I couldn't help but to notice how she kept her pussy hairs trimmed to a small vertical strip.

By now my cock was harder than ever and she kept looking at the bulge in my pants. I reached my arms out and she came over to me. I put my hands on her ass cheeks and pulled her pussy to my face. She started to grind her hips as I let my tongue part her pussy lips and slip inside her, tasting her love juices. Alexis pulled back and unfastened my pants, as she pulled them off, my stiff rod sprung up.

Then she reached down and took my cock in her hand, and as she stroked it, a drop of precum developed on the tip. She lowered her head with her tongue out and licked it off. She slowly took the head into her mouth working more and more of me in as she sucked. I watched as my dick disappeared into her mouth, then she lifted her head letting my cock almost all the way out only to suck it back in again. That was hot.

She backed off me and laid on the floor and pushed her boobs together. I got up and lowered myself on her, resting my hard cock between her tits. She grabbed it and pushed her tits tight around it. I started to fuck her tits letting my dick slide between them as I played with her hard nipples. I looked down at Alexis as she stuck her tongue out and licked the tip of my cock every time it slid up. I moved up on her chest and let my stiff rod slip into her open mouth once again. As she sucked me in I leaned for-



Then I pulled my cock out and lined the head up with her asshole, the moisture from her pussy was enough to let me slide into her easily. She moaned as I drove my cock deep into her, she started to rock to meet my pumps.

ward over her head on all fours, and started to pump my tool in and out of her mouth as she played with my balls.

Then I turned myself around into a sixty-nine with my dick still in her mouth and buried my face in her pussy. My tongue explored every fold of her love cave licking her juices up. My tongue would dart in and out of her pussy trying to get deeper into her each time. She pulled her legs up so I could get to her pussy a lot easier. My tongue now found her love bud, toying with it by letting my tongue flick over it then sucking it in between my lips. As I sucked at her pussy I inserted my finger into it. She was so wet it slid easily into pussy. She started to pump her hips up to

me, driving my finger deeper into her hole. I reached my other hand around and started to probe her asshole with my fingers. This made her hip thrusts grow faster.

As I slid a finger into her ass, I could feel her muscles tighten up. Soon I had my finger all the way in her ass. I couldn't believe how easily it slid into her. There we were on the floor; I was pumping my dick in her mouth a finger and tongue in her pussy and a finger up her ass. As I pumped her mouth her movements grew more rapid under me. I knew her time was near when she wrapped her legs around my head. My cock was starting to throb even harder now. I started to pump faster and faster and she sucked harder until I unloaded in her mouth.

I slowly pulled my finger out of her ass, then out of her pussy. We rolled on our sides my now limp cock still in her mouth, and my mouth still sucking her pussy. As my dick slipped out of her mouth, she turned around, our lips met and we engaged in a long tongue teasing kiss. We laid on the floor and kissed as I played with her boobs again until her nipples were hard as rocks. Alexis reached down and toyed with my now limp dick as I took one nipple in my mouth and teased it with my tongue.

As she played with my cock, it grew hard again and when it was stiff enough, she rolled me on my back. As I laid there with my pole straight up, Alexis continued to stroke its full length, then she straddled me, guiding my hard rod into her still wet pussy. It slid right in and she started to rock back and forth letting my dick slide in and out of her. I watched her big boobs swing in my face every time she rocked. She lowered herself so her hard nipples brushed against my cheeks and lips. I caught one between my lips and pulled on it as she let out a small moan of pleasure. Suddenly she stopped all her movements and rolled off me. She got up on all fours and looked back at me with big, inviting eyes.

I positioned myself behind her and slid my cock into her pussy from the back, letting the tip rub her love bud a few times. As I pumped her, she reached between her legs took my balls in her hand and played with them. Then I pulled my cock out and lined the head up with her asshole, the moisture from her pussy was enough to let me slide into her easily. She moaned as I drove my cock deep into her, she started to rock to meet my pumps. I came again into her ass as she climaxed, too.

We stayed at this until three in the morning. I forced myself to leave because of my early call time. See ya soon, Alexis.

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